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Tarrant County Texas

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D211068074

Mary Louise Garcia

Mary Louise Garcia

PGS 6 \$36.00

Submitter: SIMPLIFILE

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT OF OIL AND GAS LEASE (NO SURFACE USE)

Electronically Recorded
Chesapeake Operating, Inc.

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

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KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Oil and Gas Lease (No Surface Use) effective on September 7, 2007, and Memorandum of which is filed in the Official Public Records of Tarrant County, Texas, as document number D207379535, (the "Lease"), was executed by and between Marguerite Melissa Gordon ("Lessor") in favor of Four Sevens Resources Company, Ltd., who subsequently conveyed all right, title and interest to the Lease in an assignment dated on July 1, 2007, to Chesapeake Exploration Limited Partnership, whose successor in interest is Chesapeake Exploration, L.L.C. ("Lessee").

See "Exhibit A" attached hereto for a description of the leased premises

WHEREAS, since the execution and delivery of the Lease, it has been discovered that the pooling provision (Paragraph 6) of said Lease is inadequate for the benefit of both parties, and thus, the Lessor and Lessee desire to amend the pooling provision of the Lease in order to more effectively develop the lands contained with the hereinabove described Lease;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, Lessor and Lessee do hereby delete the first sentence of Paragraph 6 of the Lease and replace it with the following two new sentences at the beginning of Paragraph 6:

Notwithstanding anything herein to the contrary, Lessee shall pool all (and not a portion of) of the Leased Premises into one (1) pooled unit for gas production that includes the lands included in the pooled unit depicted on Exhibit "B" hereto; such pooled unit may never exceed six hundred and forty (640) acres, plus a tolerance of 10%, in surface area. In the event Lessee seeks to pool a portion of the Leased Premises into a pooled unit for oil production, such unit shall not exceed forty (40) acres, plus a tolerance of 10%, in surface area.

In addition, Lessor and Lessee agree that Exhibit "B" attached to this Amendment of Oil and Gas Lease (No Surface Use) shall be considered to be attached to the Lease as Exhibit "B" and shall be incorporated into the Lease as Exhibit "B" thereto.

The Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and do further grant, let, lease and demise unto the Lessee all of the land described therein, together with all rights thereunder, under the same terms and conditions contained in the original lease, except as herein amended.

Executed by each party on the date set forth in their respective acknowledgments below,
but effective for all purposes as of September 7, 2007.

Lessor:

Marguerite Melissa Gordon

By: 
Marguerite Melissa Gordon

Lessee:

**Chesapeake Exploration, L.L.C.
An Oklahoma Limited Liability Company**

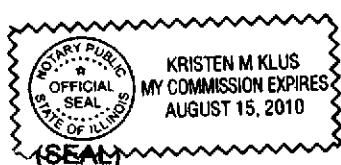
By: 
Henry J. Hood, Sr. Vice President – Land and
Legal & General Counsel

ACKNOWLEDGMENT

STATE OF Illinois)
COUNTY OF Cook)

On this 18 day of November, 2008 before me, a Notary Public in and for said County and State, personally appeared **Marguerite Melissa Gordon**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity and that by his signature on the instrument in person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Kristen M. Klus
Notary Public

ACKNOWLEDGMENT

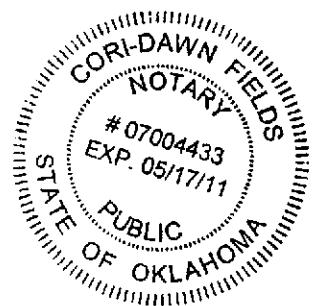
STATE OF OKLAHOMA \$
COUNTY OF OKLAHOMA \$

Before me, the undersigned, a Notary Public in and for said County and State, on this 3 day of December, 2008, personally appeared **Henry J. Hood**, Senior Vice President - Land and Legal & General Counsel for **Chesapeake Exploration L.L.C.**, an Oklahoma limited partnership, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Cori-Dawn Fields
Notary Public

My Commission Expires: 5.17.2011
My Commission Number: 7004433



THE STATE OF TEXAS §
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COUNTY OF TARRANT §

EXHIBIT "A"

Attached to and made a part of that certain Amendment of Oil, Gas and Mineral Lease dated September 7th, 2007, between **Marguerite Melissa Gordon**, as Lessor, and **Chesapeake Exploration, L.L.C.** as Lessee.

DESCRIPTION

An undivided 45% Interest in 7.621 acres of land, more or less, out of Block 36, and a portion of Block 37, of the Rivercrest Addition, in the City of Fort Worth, Tarrant County, Texas, being that same land described as 7.86 acres, save and except 0.239 acres, in a Special Warranty Deed, dated December 20, 2005 from JPMorgan Chase Bank, N.A., Trustee of the Descendant's Separate Trust FBO Marguerite Melissa Gordon, to, Marguerite Melissa Gordon, and being recorded in Document Number D205379724, in the Official Public Records, Tarrant County, Texas, said land being more particularly described in a Plat dated June 10, 1911, and recorded Volume 310, Page 91, in the Official Public Records, Tarrant County, Texas.

THE STATE OF TEXAS §
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COUNTY OF TARRANT §

EXHIBIT "B"

Attached to and made a part of that certain Amendment of Oil and Gas Lease (No Surface Use), dated September 7th, 2007, between **Marguerite Melissa Gordon**, as Lessor, and **Chesapeake Exploration, L.L.C.** as Lessee.

[attach plat of the Rivercrest No. S3H unit]

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 16496
Oklahoma City, OK 73154

